

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
Debtors.)	(Jointly Administered)

**ORDER ON MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SEARS HOLDINGS CORPORATION, *ET AL.* FOR LEAVE TO FILE
UNDER SEAL PORTIONS OF THE COMMITTEE’S OBJECTION TO THE SALE OF
SUBSTANTIALLY ALL OF THE DEBTORS’ ASSETS TO ESL INVESTMENTS, INC.**

Upon the motion (the “Sealing Motion”)² of the Creditors’ Committee seeking an order authorizing the Creditors’ Committee to file under seal the complete version of its objection to the sale of substantially all of the Debtors’ assets to ESL Investments Inc. (the “Sale Objection”) and to file a redacted version of the Sale Objection on the public docket of this case; and the Court having directed the parties identified by the Sealing Motion as having an interest under 11 U.S.C. § 107(b) in the confidentiality of the proposed information to be redacted, and such parties having

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms used herein but not defined shall have the meanings given to them in the Sealing Motion.

indicated that only a small portion of such information is arguably protected by such section; and the Creditors' Committee having modified the Sealing Motion to seek to file the Sale Objection on the public docket of this case as so redacted; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b), that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that venue of the Sealing Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and, after due deliberation, the Court having determined that the redactions proposed by the Sealing Motion, as modified, are properly protected from disclosure under 11 U.S.C. § 107(b)(1), subject to the terms of this Order; and good and sufficient cause appearing, it is hereby

ORDERED THAT:

1. The Sealing Motion, as modified is granted as set forth herein.
2. The Creditors' Committee is authorized to file under seal certain portions of the Sealed Documents, which shall consist of the Sale Objection and exhibits with certain redactions, as noted by the Debtors, contained in ¶¶ 211, 212, 231, and 247 of the Sale Objection and ¶¶ 19 and 20 and page 9 of Ex. B to the Burian Declaration attached as Exhibit A to the Sale Objection and is further authorized to file the Sale Objection on the public docket of this case in such redacted form. The Creditors' Committee shall provide the sealed version of the Sale Objection to the Clerk of the Court, attn: Mimi Correa, with a copy of this Order, so that it can be filed under seal.
3. To the extent that it has not already done so, the Creditors' Committee shall promptly serve all parties in interest subject to the confidentiality provisions underlying the Sealing Motion with a copy of the unredacted Sale Objection.
4. To the extent the portions of the Sealed Documents that are redacted on the public docket of this case are referenced in any future filing by any party granted access to these portions

of the Sealed Documents under paragraph 3 of this Order, the party shall also file such portions of its future filings referencing such redacted information under seal, consistent with paragraph 2 of this Order; provided, that they shall serve the unredacted documents on the parties subject to the confidentiality agreement underlying the Sealing Motion and provide a copy of such unredacted documents to the Court's chambers.

5. This Order is without prejudice to the rights of any party in interest, including the United States Trustee, to seek to unseal the Sealed Documents.

6. Notice of the Sealing Motion as provided therein shall be deemed good and sufficient and the requirements of the Local Bankruptcy Rules are satisfied by such notice.

7. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: February 1, 2019
White Plains, New York

/s/Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE